

ENTERED

January 10, 2023

Nathan Ochsner, Clerk

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

COMPUTE NORTH HOLDINGS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90273 (MI)
)
) (Jointly Administered)
) **Re: Docket Nos. 91, 256, 749 & 762**

**ORDER AUTHORIZING THE SALE OF DE MINIMIS ASSETS TO
7575 MANAGEMENT LLC OUTSIDE THE ORDINARY COURSE OF BUSINESS
FREE AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS, AND ENCUMBRANCES
(7575 MANAGEMENT LLC)**

Upon consideration of the (i) *Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Remaining Assets Free and Clear of All Encumbrances as Well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* [Docket No. 256] (the "De Minimis Asset Sale Order"),² (ii) *Declaration of Ryan Hamilton in Support of Debtors' Bidding Procedures Motion* [Docket No. 145] (the "Hamilton Declaration"), (iii) Amended Notice of Entry of De Minimis Asset Sale Order and Proposed De Minimis Asset Sale

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors' service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the De Minimis Asset Sale Order, and if not in the Amended Sale Notice (as defined herein).

(7575 Management LLC) [Docket No. 762] (the “Amended Sale Notice”), and (iv) related *Certification of Counsel Regarding Proposed Order Authorizing the Sale of De Minimis Assets Outside the Ordinary Course of Business Free and Clear of All Liens, Claims, Interests, and Encumbrances (7575 Management LLC)* (the “Certification of Counsel”) filed contemporaneously herewith by the Debtors; and it appearing from the Certification of Counsel that due and sufficient notice of (a) the proposed sale (the “Sale Transaction”) of certain de minimis assets set forth on Exhibit A to the Amended Sale Notice (the “Purchased Assets”) of the Debtors to 7575 Management LLC (the “Buyer”) and (b) the Buyer’s relationship to the Debtors has been given; and it further appearing that no other or further notice of the Sale Transaction and the relief provided in this Order is required; and it appearing from the foregoing that the Sale Transaction, as described in the Amended Sale Notice and the Certification of Counsel, is (i) fair and reasonable and (ii) an appropriate exercise of the Debtors’ business judgment, and the relief provided in this Order is in the best interests of the Debtors, their estates and creditors; and it further appearing that there is just cause for the relief granted herein; and after due deliberation and sufficient cause therefore, **IT IS HEREBY ORDERED THAT:**

1. The Sale Transaction is approved.
2. The Debtors are authorized to effectuate the Sale Transaction upon the terms set forth in the Amended Sale Notice.
3. Pursuant to Section 363(f) of the Bankruptcy Code and the De Minimis Sale Order, the Sale Transaction shall be free and clear of all liens, claims and encumbrances whatsoever, with any such liens, claims and encumbrances to attach to the proceeds of the Sale Transaction, with the same validity, force, and effect which they had against the Purchased Assets prior to the Sale Transaction.

4. The transactions contemplated by the Sale are undertaken by the Buyer in good faith, as that term is used in Section 363(m) of the Bankruptcy Code, and accordingly, the reversal or modification on appeal of the authorization provided herein to consummate the Sale shall not affect the validity of the sale of the Purchased Assets to the Buyer. The Buyer is a purchaser in good faith of the Purchased Assets, and is entitled to all of the protections afforded by Section 363(m) of the Bankruptcy Code.

5. The Debtors are authorized to execute and deliver all instruments and documents and take such other action as may be necessary or appropriate to implement and effectuate the Sale Transaction and the relief granted by the De Minimis Sale Order and this Order.

6. Each and every federal, state, and local governmental agency, recording office or department, and all other parties, persons, or entities are hereby directed to accept this Order for recordation as conclusive evidence of the free and clear and unencumbered transfer of title to the Buyer, and shall provide Buyer with access to the Purchased Assets in accordance with the Sale Transaction to the extent applicable.

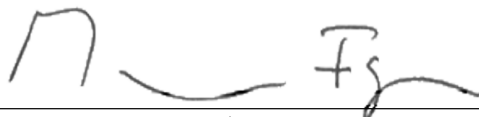
7. Notwithstanding anything to the contrary contained herein, none of the Purchased Assets shall include, and nothing herein shall authorize the sale, transfer or conveyance of, (i) any right, title or interest in or to (including any license to use) the Miner Sentry software, which includes but is not limited to the Seller's customer mining statistics, infrastructure monitoring and control, cloud infrastructure, customer portal, operational business intelligence, asset management, financial, and CRM and ticketing systems and/or (ii) any of the Purchased Assets (as defined in the Asset Purchase Agreement, dated as of November 19, 2022, by and between Compute North LLC, Compute North SD, LLC, Compute North Texas LLC, CN Mining LLC, CN Minden LLC, and Foundry Digital LLC) the sale of which was approved by this Court pursuant to the Order (I)

Approving the Sale of the Purchased Assets Free and Clear of All Claims, Liens, Interests and Encumbrances; (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. 531].

8. Omitted.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order and the Sale Transaction.

Signed: January 10, 2023



Marvin Isgur
United States Bankruptcy Judge

United States Bankruptcy Court
Southern District of Texas

In re:
Compute North Holdings, Inc.
CN Mining LLC
Debtors

Case No. 22-90273-mi
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: Jan 10, 2023

User: ADIuser
Form ID: pdf002

Page 1 of 2
Total Noticed: 40

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
#	Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jan 12, 2023:

Recip ID	Recipient Name and Address
db	+ CN Atoka LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ CN Big Spring LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ CN Colorado Bend LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ CN Corpus Christi LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ CN Developments LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ CN Equipment LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ CN King Mountain LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ CN Minden LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ CN Mining LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ CN Pledgor LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ Compute North Holdings, Inc., 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ Compute North LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ Compute North Member LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ Compute North NC08 LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ Compute North NY09 LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ Compute North SD, LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ Compute North TX06 LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ Compute North TX10 LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
db	+ Compute North Texas LLC, 7575 Corporate Way, Eden Prairie, MN 55344-2022
aty	+ Alexander P. Cohen, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153-0119
aty	+ Gary Holtzer, Weil Gotshal et al, 767 Fifth Avenue, New York, NY 10153-0119
cr	+ Atlas Technology Group LLC, c/o John Cornwell, Munsch Hardt, 700 Milam Suite 800, Houston, TX 77002-2835
cr	#+ Compass Mining, Inc., 111 Congress Ave., Suite 500, Austin, TX 78701, UNITED STATES 78701-4076
cr	+ Corpus Christi Energy Park, LLC, c/o Mark A. Castillo, 901 Main St., Ste. 5500, Dallas, TX 75202-3767
intp	DeWitt LLP, 901 Marquette Avenue, 2100 AT&T Tower, Minneapolis, MN 55402
cr	+ Decimal Digital Currency I, LLC, c/o Pryor Cashman LLP, Matthew W. Silverman, 7 Time Square, 40th Floor, New York, NY 10036-6570
cr	+ GEM Mining 1, LLC, c/o A.J. Webb, Esq., Frost Brown Todd LLC, 3300 Great American Tower, 301 East Fourth Street Cincinnati, OH 45202-4257
cr	+ Horizon Entertainment Inc, 4660 Beechnut, Suite 200, Houston, Tx 77096, UNITED STATES 77096-1805
cr	+ Howard County Tax Office, at al, Perdue, Brandon, Fielder, Collins & Mott, c/o Laura J. Monroe, PO Box 817, Lubbock, TX 79408-0817
intp	+ KONZA MINING FUND I, LP, Galloway, Johnson, Tompkins, Burr & Smit, 1301 McKinney Street, Ste. 1400, c/c Branch Sheppard, Houston, TX 77010 UNITED STATES 77010-3064
intp	+ Mayer LLP, Houston, 2900 North Loop West, Suite 500, Houston, TX 77092-8826
intp	+ McDermott Will & Emery LLP, 2501 North Harwood Street, Suite 1900, Dallas, TX 75201-1664
cr	+ Miller & Associates Consulting Engineers, 1111 Central Ave, PO Box 306, PO Box 306, Kearney, NE 68848 UNITED STATES 68848-0306
cr	Power Asset Recovery Corporation, c/o KJK, Attention: John P. Archer, 1375 East Ninth Street, One Cleveland Center, 29th Floor Cleveland, OH 44114
intp	+ Quinn Emanuel Urquhart & Sullivan, LLP, c/o Patricia B. Tomasco, Quinn Emanuel Urquhart & Sullivan LLP, 711 Louisiana, Suite 500, Houston, TX 77002-2721
cr	+ RK Mission Critical LLC, 17450 E. 32nd Place, Aurora, CO 80011-3330
cr	+ Sphere 3D, c/o Pryor Cashman LLP, 7 Times Square, New York, NY 10036-6569
cr	+ TeslaWatt, 1231 Service Drive, Unite B, Gardnerville, NV 89410-5773
cr	+ U.S. Data Group (d/b/a U.S. Bitcoin Corp.), c/o Andrew M. Carty, Brown Rudnick LLP, Seven Time Square, New York, NY 10036-6548
cr	+ US Digital Mining Texas, c/o Scott A. Stichter, Stichter Riedel Blain & Postler, P.A., 110 E. Madison St., Ste. 200, Tampa, FL 33602-4718

District/off: 0541-4

User: ADIuser

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Date Rcvd: Jan 10, 2023

Form ID: pdf002

Total Noticed: 40

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Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
aty		Paul Hastings LLP
intp		Alder BTC Holdings, LLC
intp		Alder Opportunity, LP
intp		Alder SPV I, LLC
cr		Axle Logistics, LLC
cr		BitNile Inc.
cr		Bootstrap Energy LLC
intp		CN Borrower LLC
intp		CN Wolf Hollow LLC
cr		Colorado Bend II Power, LLC
intp		Compute North NE05 LLC
cr		Constellation Energy Generation, LLC f/k/a Exelon
cr		Constellation NewEnergy, Inc.
intp		Digital Alchemy LLC
op		Epiq Corporate Restructuring, LLC
cr		Foundry Digital LLC
intp		Foundry Digital LLC
cr		Freudenberg Filtration Technologies, L.P.
intp		GH Effect, Inc.
cr		General Casualty Company of Wisconsin
cr		Generate Lending, LLC
op		Jefferies LLC
cr		MP2 Energy Texas LLC d/b/a Shell Energy Solutions
intp		Marathon Digital Holdings, Inc.
cr		Marathon Digital Holdings, Inc.
cr		Marathon Digital Holdings, Inc.
cr		Mercuria Energy America, LLC
intp		Nebraska Public Power District
cr		Official Committee of Unsecured Creditors of Compu
fa		Portage Point Partners, LLC
cr		Praetorian Insurance Company
cr		Rohit Shirole
cr		Sunbelt Solomon Services, LLC
cr		TZ Capital Holdings LLC
cr		Veribi LLC
cr		Wolf Hollow II Power, LLC

TOTAL: 36 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jan 12, 2023

Signature: /s/Gustava Winters